

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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OMNIBUS ORDER GRANTING SIXTH INTERIM APPLICATIONS
OF CERTAIN PROFESSIONALS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
(JUNE 1, 2007 THROUGH SEPTEMBER 30, 2007)

("SIXTH INTERIM FEE APPLICATIONS ORDER")

Upon the sixth interim applications of certain professionals listed on Exhibit A (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the "Sixth Interim Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)¹; and the Joint Fee Review Committee having (i) reviewed the Sixth Interim Fee Applications and the respective supporting documentation together with its retained fee auditor (which issued preliminary audit reports to each of the Professionals with

¹ The Court entered its initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, 6145, 8446, 8450, and 12367.

respect to each of the Sixth Interim Fee Applications) and (ii) met or discussed with the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been reduced or deferred with the consent of each such Professional on account of issues or positions asserted by the Joint Fee Review Committee; and it appearing that proper and adequate notice of the Sixth Interim Fee Applications has been given and that no other or further notice is necessary; and upon the record of the hearing held on February 21, 2008 to consider the Sixth Interim Fee Applications including the affirmative recommendation of the Joint Fee Review Committee that the Sixth Interim Fee Applications filed by the Professionals listed on Exhibit A hereto should be approved to the extent set forth in Exhibit A attached hereto; and there being no objections thereto; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Sixth Interim Fee Applications filed by the Professionals listed on Exhibit A are GRANTED to the extent set forth in Exhibit A attached hereto.

2. The Debtors are hereby authorized and directed to release all remaining holdback amounts of professional fees held back and retained by the Debtors (net of any voluntary fee and expense reductions agreed to by the Professionals) for each of the Sixth Interim Fee Applications filed by the Professionals listed on Exhibit A.

3. The requirement for the filing of interim fee applications for the seventh interim fee period from and including October 1, 2007 to and including January 25, 2008 shall be dispensed with and fee applications for such period shall be included in and filed with the final fee applications for these cases no later than the last day of the second full month after the

effective date of the First Amended Joint Plan Of Reorganization Of Delphi And Certain Of Its Affiliates, Debtors And Debtors-in-Possession, which was confirmed by this Court on January 25, 2008 (Docket No. 12359), or May 31, 2008, whichever is later.

Dated: New York, New York
February 25, 2008

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE